

L06000024358

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TALLAHASSEE, FLORIDA

J. BRYAN

FEB 27 2008

EXAMINER

## COVER LETTER

TO: Registration Section  
Division of Corporations

SUBJECT: SMITH FARM/FLORIDA, LLC  
(Name of Limited Liability Company)

The enclosed Articles of Amendment and fee(s) are submitted for filing.

Please return all correspondence concerning this matter to the following:

\_\_\_\_\_  
(Name of Person)  
State Board of Administration of Florida  
(Firm/Company)  
1801 Hermitage Boulevard, Suite 100  
(Address)  
Tallahassee, Florida, 32308  
(City/State and Zip Code)

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TALLAHASSEE, FLORIDA

For further information concerning this matter, please call:

JEFF SMITH at (850) 413-1142  
(Name of Person) (Area Code & Daytime Telephone Number)

Enclosed is a check for the following amount:

- |  |  |  |  |
|--|--|--|--|
| <input checked="" type="checkbox"/> \$25.00 Filing Fee | <input type="checkbox"/> \$30.00 Filing Fee &<br>Certificate of Status | <input type="checkbox"/> \$55.00 Filing Fee &<br>Certified Copy<br>(additional copy is enclosed) | <input type="checkbox"/> \$60.00 Filing Fee,<br>Certificate of Status &<br>Certified Copy<br>(additional copy is enclosed) |
|--|--|--|--|

**MAILING ADDRESS:**  
Registration Section  
Division of Corporations  
P.O. Box 6327  
Tallahassee, FL 32314

**STREET/COURIER ADDRESS:**  
Registration Section  
Division of Corporations  
Clifton Building  
2661 Executive Center Circle  
Tallahassee, FL 32301

**ARTICLES OF AMENDMENT  
TO  
ARTICLES OF ORGANIZATION  
OF**

**SMITH FARM/FLORIDA, LLC**

(Present Name)  
(A Florida Limited Liability Company)

SECRETARY OF STATE  
TALLAHASSEE, FLORIDA

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**FILED**

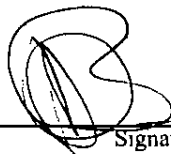
**FIRST:** The Articles of Organization were filed on MARCH 7, 2006 and assigned document number L06000024358.

**SECOND:** This amendment is submitted to amend the following:

**ARTICLE II.**

The Company is organized pursuant to the provisions of the Florida Limited Liability Company Act for the exclusive purposes of acquiring real property (as defined in section 501(c)(25)(A) and 501(c)(25)(F) of the Internal Revenue Code of 1986, as amended (the "Code")) and holding title to, and collecting income from, such property and remitting the entire amount of income from such property (less expenses) to its Member, which is an organization described in section 501(c)(25)(C) of the Code. It is intended that the Company at all times will be classified as a corporation for federal income tax purposes and will qualify as an organization exempt from income taxation under sections 501(a) and 501(c)(25) of the Code. The Company shall at no time have more than 35 members or have more than 1 class of membership interest.

Dated February 15, 2008.



Signature of a member or authorized representative of a member

**Douglas W. Bennett**

Typed or printed name of signee

**CONSENT OF MEMBER  
OF  
SMITH FARM/FLORIDA, LLC  
(A Florida Limited Liability Company)**

The undersigned, constituting the sole member of SMITH FARM/FLORIDA, LLC, a Florida limited liability company (the "**Company**"), does hereby consent and agree, pursuant to the Florida Limited Liability Company Act, to the adoption of the following resolution:

**APPROVAL OF AMENDMENT TO ARTICLES OF ORGANIZATION**

WHEREAS, the Company desires to amend the Articles of Organization of Smith Farm/Florida, LLC filed with the Florida Department of State, Division of Corporations on March 7, 2006 (the "**Articles**") in a form substantially similar to that attached hereto as Exhibit A; now, therefore, be it

RESOLVED, that the Manager (as such term is defined in the Company's Operating Agreement) be, and the same hereby is, authorized, empowered and directed, on behalf of the Company, to amend the Certificate in a form substantially similar to that attached hereto as Exhibit A.

**FURTHER INSTRUCTIONS TO MANAGER**

RESOLVED, that the Manager of the Company be, and the same hereby is, authorized, empowered, and directed, on behalf of the Company, to execute and deliver all assignments, documents, instruments, assumption agreements and other agreements, and to do all things necessary and helpful to carry out the purposes of the foregoing resolution; and all acts and deeds of the Manager and agents of the Company that are consistent with the purpose and intent of the above resolutions be, and the same hereby are, in all respects, ratified, approved, and adopted as the acts and deeds of the Company.

IN WITNESS WHEREOF, the undersigned has executed this Consent on this 15 day of February, 2008.

**MEMBER**

STATE BOARD OF ADMINISTRATION OF  
FLORIDA, as agent for the System Trust Fund,  
a body corporate and governmental agency of  
the State of Florida



Douglas W. Bennett  
Senior Investment Officer, Real Estate

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08 FEB 27 PM 3:39  
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TALLAHASSEE, FLORIDA

**EXHIBIT A**

Articles of Amendment to the Articles of Organization

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